

**The Property Franchise Group PLC
(the "Company")
Audit & Risk Committee Terms of Reference**

Constitution

1. The committee has been established by a resolution of the board of directors of the Company (the "**Board**") and is to be known as the Audit & Risk Committee (the "**Committee**").

Purpose

2. On behalf of the Board, to oversee the risk management and internal control framework, the effectiveness of arrangements for external audit and the integrity of external financial reporting.

Membership

3. The members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than two members. The majority of the members of the Committee shall be independent non-executive directors of the Company, at least one of whom shall have recent and relevant financial experience, ideally with a professional qualification from one of the professional accountancy bodies.
4. Appointments to the Committee are made by the Board and shall be for a period of up to three years, extendable upon agreement by the Board.
5. The Board shall appoint the Committee Chairman, who shall be an independent non-executive director. In the absence of the Committee Chairman, the remaining members present shall elect one of themselves to chair the meeting, who would qualify under these terms of reference to be appointed to that position by the Board.
6. The Chairman of the Board shall not be Chairman of the Committee.

Secretary

7. The Company Secretary of his/her nominee shall act as Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

Quorum

8. quorum necessary for the transaction of business shall be two Committee members.

Attendance at meetings

9. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Financial Officer and the external auditors may be invited to attend meetings of the Committee on a regular basis. Other non-members may be invited to attend all or part of any meeting, as and when appropriate and necessary.

Frequency of meetings

10. The Committee shall meet at least three times a year at appropriate intervals in the financial reporting and audit cycle and as otherwise required.

11. Outside of the formal meeting programme, the Committee Chairman will maintain a dialogue with key individuals involved in the Company's governance, including the Board Chairman, the Chief Executive, the Chief Financial Officer, the Company Secretary, the external audit lead partner and the lead on internal audit.

Notice of Meetings

12. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chairman.
13. Unless agreed otherwise, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person entitled to attend and all other non-executive directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and other attendees as appropriate, at the same time.

Minutes

14. The Secretary shall minute the proceedings and resolutions of all the Committee meetings, including the names of those present and in attendance.
15. Draft Minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, Minutes should be circulated to all other members of the Board, unless in the opinion of the Committee Chairman it would be inappropriate to do so.

Annual General Meeting

16. The Committee Chairman should attend the Annual General Meeting to answer any shareholder questions on the Committee's activities and the report of the Committee as set out in the Company's annual report.

Authority and Access

17. The Committee is authorised by the Board to investigate any activity within its terms of reference. It shall have unrestricted access to the auditors, is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the committee.
18. At least annually the Committee shall meet in closed session (i.e. without Executives being present) with the internal and external auditors in order to obtain any necessary assurance required in respect of the Company's financial systems and internal controls.
19. The Committee authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, within a pre-set budgetary limit to assist in fulfilling its responsibilities.
20. The external auditors (and the internal auditors if there are internal auditors) have the authority to request, if appropriate, a meeting of the Committee with or without the Executive in attendance to discuss significant items of business.
21. The external auditors (and the internal auditors if there are internal auditors) have the right of direct access to the Chair of the Committee and have the right to attend all Committee meetings unless their presence would cause a conflict of interest.

22. In the case of a dispute, a Board decision must override that of a Committee. The Chair of the Committee has the right to report such decision to the external auditors after discussion with Board regarding the proposed course of action.

Duties

23. The duties of the Committee are to:

23.1 External Audit

- (a) Consider the appointment, re-appointment and terms of engagement of the external auditors, the auditors' remuneration and any question of resignation or dismissal of the auditors and to make recommendations to the Board on the same;
- (b) discuss with the auditors before the audit starts the nature and scope of the audit and ensure co-ordination where more than one firm of auditors is involved;
- (c) keep under review the scope and results of the audit and its cost effectiveness;
- (d) on an annual basis monitor the relationship with the external auditors to ensure independence, objectivity and the effectiveness of the audit process, taking into consideration relevant United Kingdom professional and regulatory requirements;
- (e) keep under review the nature and extent of non-audit services supplied by the auditors (where they supply a substantial volume of such services to the Company), seeking to balance the maintenance of objectivity and value for money;
- (f) develop and implement policy on the engagement of the external auditors to supply non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services by the external auditors; and to report to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken.
- (g) review the content of the external auditor's Management Letter and other reports and assess the adequacy of management's response and timeliness of action in relation to the weaknesses identified;
- (h) review and debate the External Audit Plan; and
- (i) discuss problems and reservations arising from audits and any matters the auditors may wish to discuss (in the absence of executive directors, where necessary).

23.2 Internal Audit

The Committee shall;

- (a) keep under review the need for an internal audit function;;
- (b) approve the appointment of any head of the internal audit function;
- (c) keep under review the adequacy and effectiveness of the Company's internal financial controls and internal control and risk management systems;

- (d) review any statement on internal control and risk management to be included in the Directors' Report before submission to the Board for its approval; and
- (e) review the internal audit programme (or where there is no internal audit function, consider annually whether there is a need for an internal audit function and make recommendations to the Board), ensure co-ordination between the internal and external auditors.

23.3 Financial Reporting

The Committee shall:

- (a) monitor the integrity of the Company's corporate reporting, in particular the Committee shall review the half-year financial statements, annual accounts and reports to shareholders and any other public/related market announcement concerning the Company's financial position which has not previously been reviewed by the Board or a committee of the Board before submission to the Board, focusing particularly on;
 - (i) whether the annual report and accounts are fair, balanced and understandable;
 - (j) the consistency of, and any changes to significant accounting policies both on a year-on-year basis and across the Company;
 - (k) consider the impact of new accounting standards and if these are likely to have a material impact on results;
 - (l) methods used to account for significant or unusual transactions where different approaches are possible;
 - (ii) the clarity and completeness of disclosure in the Company's financial reports and the context in which statements are made;
 - (iii) all material information presented within the financial statements relating to the audit and to risk management;
 - (iv) significant adjustments resulting from the audit;
 - (v) the going concern assumptions;
 - (v1) whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;
 - (vii) compliance with stock exchange and legal requirements; and
- (b) to submit the documents referred to in paragraph 12.3a to the Board for its approval and to determine what information should be brought to the Board's attention in connection with that submission.

23.4 Compliance, Whistleblowing and Fraud

The Committee shall:

- (a) Review the adequacy and arrangements by which employees of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and ensure that arrangements are in place for the proportionate and

independent investigation of such matters (in accordance with the Whistleblowing policy) with appropriate follow-up action;

- (b) review the Company's procedures for detecting fraud;
- (c) review the Company's systems and controls for the prevention of bribery and corruption and receive reports on non-compliance; and
- (d) to consider the major findings of internal investigations and management's response.

23.5 Risk Register and Framework

The Committee shall:

- (a) review the Risk Register and make recommendations to the Board; and
- (b) review, on at least an annual basis, the framework and processes for risk assessment, quantification and management of risk within the Company and recommend any changes to the Board.

23.6 Artificial Intelligence

The Committee shall:

- (a) promote principles of responsible AI use including transparency, accountability, explainability, and tackling algorithmic bias or discrimination;
- (b) identify and manage risks associated with AI systems, including automated decision-making risks, data protection concerns and unintended consequences of algorithmic outcomes; and
- (c) support the establishment of Company policies for AI management and promoting AI literacy by fostering training initiatives.

Reporting Responsibilities

24. The Committee Chairman shall:

- 24.1 report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities; and
- 24.2 make whatever recommendations to the Board it deems necessary on any area within its remit where action or improvement is needed.
- 24.3 the Chairman of the Committee shall be responsible for preparing an annual Audit Committee Report containing an account of the Committee's work during the year, including the principal matters discussed with the external auditor.

Other Matters

25. The Committee shall:

- 25.1 have access to sufficient resources in order to carry out its duties; and



25.2 arrange the periodic review of its performance and at least annually review the Term of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Approved by the Board: 6 March 2026